

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE:

CIRCULATORY CENTERS OF  
AMERICA, LLC, et. al.,

Debtor,

NATALIE LUTZ CARDIELLO, Chapter  
11 Trustee,

Movant,

-vs-

PENNSYLVANIA DEPARTMENT OF  
REVENUE, INTERNAL REVENUE  
SERVICE, FIFTH THIRD BANK, LIN  
TELEVISION CORPORATION,  
SINCLAIR BROADCAST GROUP, INC.,  
WJAC LICENSEE LLC, COVIDIEN  
SALES, LLC, TIMERBLINE MOB, LLC,  
MAX MEDIA, GE HFS, LLC,

Respondents.

Bankruptcy No. 17-22572-GLT

Chapter 11  
(Jointly Administered)

Related to Doc. Nos. 281

Hearing Date: January 22, 2018  
Hearing Time: 1:30 p.m.

Response Date: January 22, 2018 at 12:00  
p.m.

**LIMITED OBJECTION BY FIFTH THIRD BANK  
TO THE AMENDED MOTION FOR SALE OF PERSONALTY  
FREE AND CLEAR OF ALL LIENS, CLAIMS AND ENCUMBRANCES**

AND NOW, comes Fifth Third Bank (the “Fifth Third”), by and through its undersigned counsel, files this *Limited Objection* (the “Objection”) to the *Amended Motion for Sale of Personalty Free and Clear of All Liens, Claims and Encumbrances* [Doc. No. 281](the “Amended Sale Motion”) filed by the Chapter 11 Trustee, Natalie Lutz Cardiello (the “Trustee”), as follows:

1. On January 17, 2018, the Trustee filed the within Amended Sale Motion seeking approval of an Asset Purchase Agreement (the “APA”) with MVC MSO, LLC, a Delaware limited liability company as

nominee for multiple entities to be named prior to closing (the “Buyer”) for the purchase of the Debtors’ personal property owned and used by the Debtors in the operation of its business (the “Sale”).

2. Fifth Third is the senior secured creditor of the Debtors and Debtors’ estates. The obligations to Fifth Third are secured by valid and perfected liens on the Collateral<sup>1</sup>.

3. While Fifth Third generally supports the Sale, Fifth Third files this Limited Objection in an abundance of caution.

4. Fifth Third, the Trustee and the Debtors have been negotiating an agreement with respect to the Sale and the proceeds therefrom, and while the parties are close to a resolution, an agreement has not yet been finalized as of the time of the filing of this Limited Objection.

5. Accordingly, Fifth Third files this Limited Objection in an abundance of caution and to preserve all of its rights with respect to the Sale, including the right to file further objections to the Sale.

WHEREFORE, Fifth Third Bank respectfully submits this Limited Objection and respectfully requests that this Court grant such other and further relief as the Court deems just and proper.

Dated: January 22, 2018

BERNSTEIN-BURKLEY, P.C.

By: /s/ Kirk B. Burkley  
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Attorney for Fifth Third Bank

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<sup>1</sup> “Collateral” means all of the Debtors’ assets, including, without limitation, Debtor’s real property in Allegheny County, Pennsylvania, accounts, chattel paper, commercial tort claims, deposit accounts, documents, electronic chattel paper, equipment, fixtures, general intangibles, goods, instruments, inventory, investment property, letter-of-credit rights, proceeds and supporting obligations, whether now owned or acquired in the future.